

JOHN H. HEMANN (SBN 165823)  
 JOSEPH E. FLOREN (SBN 168292)  
 CHRISTOPHER J. BANKS (SBN 218779)  
 TERA M. HEINTZ (SBN 241414)  
 MORGAN, LEWIS & BOCKIUS LLP  
 One Market, Spear Street Tower  
 San Francisco, CA 94105-1126  
 Tel: 415.442.1000  
 Fax: 415.442.1001  
 E-mail: jhemann@morganlewis.com  
 jfloren@morganlewis.com  
 cbanks@morganlewis.com  
 theintz@morganlewis.com

Attorneys for Defendants KLA-Tencor Corporation,  
 Edward W. Barnholt, H. Raymond Bingham, Robert  
 T. Bond, Richard J. Elkus, Jr., Jeffrey L. Hall,  
 Stephen P. Kaufman, John H. Kispert, Michael E.  
 Marks, Dean O. Morton, Lida Urbanek and Richard  
 P. Wallace

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA – SAN FRANCISCO DIVISION

IN RE KLA-TENCOR CORPORATION  
 SECURITIES LITIGATION

Master Case No. C 06-4065 MJJ

CLASS ACTION

THIS DOCUMENT RELATES TO:  
 ALL ACTIONS

**STIPULATION AND ~~[PROPOSED]~~  
 ORDER TO TAKE MOTION TO DISMISS  
 OFF CALENDAR**

All parties to this action, by and through their undersigned counsel of record, hereby stipulate and agree, subject to court approval, as follows:

WHEREAS, all defendants filed motions to dismiss the operative Consolidated Complaint on May 21, 2007, which are now set for hearing before the Court on December 14, 2007;

WHEREAS, Co-Lead Plaintiffs and Defendant KLA-Tencor Corporation have reached an agreement in principle to settle this action in its entirety, including all claims against all defendants, subject to completion of satisfactory documentation, notice, and court approval, and

STIPULATION AND [PRPD] ORDER TO TAKE  
 MOTION TO DISMISS OFF CALENDAR  
 1-SF/7641558.1

WHEREAS, based on the foregoing, defendants request that their pending motions to dismiss be taken off calendar, without prejudice to restoring them to the Court's calendar at a later date in the event the settlement is not concluded for any reason or is not approved by the Court,

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel for all parties, as follows:

1. Defendants' Motions to Dismiss, currently set for hearing on December 14, 2007 at 2:30 p.m., are hereby taken off calendar, without prejudice to restoring them to the Court's calendar at a later date in the event the settlement is not concluded for any reason or is not approved by the Court.

2. The parties shall file a Stipulation of Settlement within 30 days of the date of this Stipulation, or, should the parties fail to enter a Stipulation of Settlement, shall file a joint status report with the Court regarding further action in the case.

**IT IS SO STIPULATED.**

DATED: December 11, 2007

MORGAN, LEWIS & BOCKIUS LLP

By:                     /s/                      
Joseph E. Floren

**Attorneys for Defendants KLA-Tencor Corporation, Edward W. Barnholt, H. Raymond Bingham, Robert T. Bond, Richard J. Elkus, Jr., Jeffrey L. Hall, Stephen P. Kaufman, John H. Kispert, Michael E. Marks, Dean O. Morton, Lida Urbanek and Richard P. Wallace**

I, Joseph E. Floren, am the ECF User whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I hereby attest that each of the 7 signatories identified below has concurred in this filing.

1 DATED: December 11, 2007

**BERMAN DEVALERIO PEASE TABACCO  
BURT & PUCILLO**  
JOSEPH J. TABACCO, JR.  
CHRISTOPHER T. HEFFELFINGER  
NICOLE LAVALLEE  
LESLEY HALE

5 By: \_\_\_\_\_/s/  
Nicole Lavallee

425 California Street, Suite 2100  
San Francisco, CA 94104-2205  
Telephone: (415) 433-3200  
Facsimile: (415) 433-6382

**Plaintiffs' Executive Committee and Liaison  
Counsel**

**KOHN, SWIFT & GRAF, P.C.**  
Denis F. Sheils  
Joseph C. Kohn  
William E. Hoese  
One South Broad Street, Suite 2100  
Philadelphia, PA 19107  
Telephone: (215) 238-1700  
Facsimile: (215) 238-1968  
Email: dsheils@kohnswift.com  
Email: jkohn@kohnswift.com  
Email: whose@kohnswift.com

**BERGER & MONTAGUE, P.C.**  
Sherrie R. Savett  
Douglas M. Risen  
1622 Locust Street  
Philadelphia, PA 19103  
Telephone: (215) 875-3000  
Facsimile: (215) 875-4604  
Email: ssavett@bm.net  
Email: drisen@bm.net

**TRUJILLO RODRIGUEZ & RICHARDS LLC**  
Kenneth I. Trujillo  
Ira Neil Richards  
Kathryn C. Harr  
1717 Arch Street, Suite 3838  
Philadelphia, PA 19103  
Telephone: (215) 731-9004  
Facsimile: (215) 731-9044  
Email: KITrujillo@trrlaw.com  
Email: ira@trrlaw.com  
Email: kharr@trrlaw.com

**Plaintiffs' Executive Committee**

1 DATED: December 11, 2007

**ORRICK, HERRINGTON & SUTCLIFFE**  
WALTER F. BROWN, JR.  
ROBERT P. VARIAN

2  
3  
4 By:                     /s/                      
Robert P. Varian

5 405 Howard Street  
6 San Francisco, CA 94105  
7 Tel. 415-773-5700  
8 Fax: 415-773-5759

**Attorneys for Defendant Gary Dickerson**

9 DATED: December 11, 2007

**SHEARMAN & STERLING LLP**  
PATRICK D. ROBBINS  
JEFFREY S. FACTER  
MARY MOYCIK

10  
11  
12 By:                     /s/                      
13 Jeffrey S. Facter

14 525 Market Street, Suite 1500  
15 San Francisco, CA 94105  
16 Telephone: (415) 616-1100  
17 Facsimile: (415) 616-1199

**Attorneys for Defendant Kenneth Levy**

18 DATED: December 12, 2007

**LAW OFFICE OF MARK A. BELNICK, LLC**  
MARK A. BELNICK (*admitted pro hac vice*)

19  
20 By:                     /s/                      
Mark A. Belnick

21 120 West 45th Street, Suite 1700B  
22 New York, NY 10036  
23 Telephone: 646-453-2901  
24 Fax: 646-453-2908

25 CHRISTOPHER D. KERCHER (*pro hac vice*)  
26 AKIN GUMP STRAUSS HAUSER & FELD LLP  
27 590 Madison Avenue  
28 New York, NY 10022  
Tel 212-872-1000

STEVEN S. KAUFHOLD  
AKIN GUMP STRAUSS HAUER & FELD LLP  
580 California Street, 15th Floor  
San Francisco, CA 94104  
Tel: 415-765-9500  
Fax: 415-765-9501

**Attorneys for Defendant Stuart J. Nichols**

DATED: December 11, 2007

**DLA PIPER US LLP**  
SHIRLI FABBRI WEISS  
DAVID A. PRIEBE

By:                     /s/                      
David A. Priebe

2000 University Avenue  
East Palo Alto, California 94303  
Telephone: (650) 833-2056  
Facsimile : (650) 833-2001

**Attorneys for Defendant Kenneth L. Schroeder**

DATED: December 11, 2007

**HELLER EHRMAN LLP**  
MICHAEL J. SHEPARD  
WARRINGTON S. PARKER, III

By:                     /s/                      
Michael J. Shepard

333 Bush Street  
San Francisco, CA 94104  
Telephone: (415) 772-6000  
Facsimile: (415) 772-6268

**Attorneys for Defendant Jon D. Tompkins**

**O R D E R**

**PURSUANT TO STIPULATION, AND GOOD CAUSE APPEARING, THE  
COURT ORDERS:**

1. Defendants' Motions to Dismiss, currently set for hearing on December 14, 2007 at 2:30 p.m., are hereby taken off calendar, without prejudice to restoring them to the Court's calendar at a later date in the event the settlement is not concluded for any reason or is not approved by the Court.

2. The parties shall file a Stipulation of Settlement within 30 days of the date of this Stipulation, or, should the parties fail to enter a Stipulation of Settlement, shall file a joint status report with the Court regarding further action in the case.

Dated: December 12, 2007

Hon. Martin J. Jenkins  
United States District Judge

